

14429

REGISTRATION NO.

Filed 1425

ICC OFFICE OF  
THE SECRETARY

SEP 20 1984 - 11 12 AM

SEP 20 11 41 AM '84

INTERSTATE COMMERCE COMMISSION

MOTOR OPERATING UNIT

REGISTRATION NO.

14429

Filed 1425

Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

SEP 20 1984 - 11 12 AM

Dear Ms. Mergenovich:

Enclosed for recordation under the provisions of Section 11303 of Title 49 of the U.S. Code are the original and four counterparts of a Security Agreement dated as of July 15, 1984 and a Security Agreement Supplement No. 1 dated as of September 24, 1984. The Security Agreement is a primary document and the Security Agreement Supplement No. 1 is a secondary document.

A general description of the railroad maintenance-of-way equipment covered by the enclosed documents and intended for use related to interstate commerce is set forth in Schedule 1 attached to this letter and made a part hereof.

The names and addresses of the parties to the Security Agreement and the Security Agreement Supplement No. 1 are as follows:

## Debtor:

The Connecticut National Bank,  
as Trustee under Southern  
Pacific Transportation  
Company Trust No. 84-1  
777 Main Street  
Hartford, Connecticut 06115  
Attention: Bond and Trust Department

## Secured Party:

Mercantile-Safe Deposit and  
Trust Company  
2 Hopkins Plaza  
P. O. Box 2258  
Baltimore, Maryland 21203  
Attention: Corporate Trust  
Department

The undersigned is the Debtor mentioned in the enclosed documents and has knowledge of the matters set forth therein.

Please return the original and any extra copies of the Security Agreement and the Security Agreement Supplement No. 1 not needed by the Commission for recordation to Elizabeth L. Majers, Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

4-264A081

No.

Date SEP 20 1984

Fee \$ 20.00

ICC Washington, D.C.

*CT. Mergenovich*  
*Elizabeth L. Majers*

A short summary of the enclosed primary document to appear in the Index as follows:

Security Agreement between The Connecticut National Bank, as Trustee under Southern Pacific Transportation Company Trust No. 84-1, as Debtor, 777 Main Street, Hartford, Connecticut 06115, Attention: Bond and Trust Department and Mercantile-Safe Deposit and Trust Company, as Secured Party, 2 Hopkins Plaza, P.O. Box 2258, Baltimore, Maryland 21203, Attention: Corporation Trust Department covering railroad maintenance-of-way equipment.

A short summary of the enclosed secondary document to appear in the Index as follows:

Security Agreement Supplement No. 1 to the Security Agreement between The Connecticut National Bank, as Trustee under Southern Pacific Transportation Company Trust No. 84-1, as Debtor, 777 Main Street, Hartford, Connecticut 06115, Attention: Bond and Trust Department and Mercantile-Safe Deposit and Trust Company, as Secured Party, 2 Hopkins Plaza, P.O. Box 2258, Baltimore, Maryland 21203, Attention: Corporation Trust Department covering railroad maintenance-of-way equipment.

Very truly yours,

THE CONNECTICUT NATIONAL BANK,  
as Trustee under Southern  
Pacific Transportation Company  
Trust No. 84-1

By

Its

  
TRUST OFFICER

Enclosures

## SECURITY AGREEMENT SUPPLEMENT 20 1984 - 11 12 AM

INTERSTATE COMMERCE COMMISSION

SECURITY AGREEMENT SUPPLEMENT NO. 1, dated September 24, 1984, from THE CONNECTICUT NATIONAL BANK, a national banking association, not in its individual capacity but solely as trustee (the "Debtor") under a Trust Agreement dated as of July 15, 1984 with NCNB LEASE INVESTMENTS, INC., to MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as security trustee (the "Secured Party") under the Security Agreement-Trust Deed dated as of July 15, 1984, from the Debtor to the Secured Party (the "Security Agreement"),

## W I T N E S S E T H:

WHEREAS, the defined terms used in this Security Agreement Supplement shall have the respective meanings indicated in the Security Agreement unless elsewhere defined or the context shall otherwise require.

WHEREAS, the Security Agreement provides for the execution and delivery from time to time of Security Agreement Supplements substantially in the form hereof each of which shall particularly describe Units of Equipment included in the Collateral and subject to the security interest of the Security Agreement and/or to set forth the amortization schedules relating to the Notes issued and outstanding under the Security Agreement;

NOW, THEREFORE, TO SECURE THE PAYMENT when and as due and payable of the principal of and the premium, if any, and interest on the Notes, and to secure the payment of all other indebtedness which the Security Agreement by its terms secures and compliance with all the terms of the Security Agreement and of the Notes the Debtor does hereby create and grant to the Secured Party and to its successors and assigns a security interest in the following properties:

(a) all the units of property and equipment described in Schedule A annexed hereto;

(b) all additional or substituted units of property or equipment which hereafter may be subjected to the security interest of the Security Agreement by operation thereof; and

(c) all rents, income, revenues, issues, profits and proceeds arising from or in connection with any of the foregoing.

SAVING AND EXCEPTING, however, from the properties in which a security interest is hereby created and granted, Excepted Rights in Collateral.

THE DEBTOR hereby binds itself, its successors and assigns, to warrant and forever defend to the Secured Party and its successors and assigns the security interest hereby created and granted.

Attached hereto as Schedule B is an Amortization Schedule for each Series A Term Note and each Series B Note being issued on the date hereof setting forth the principal and interest payments to be made by the Debtor on such Notes based upon \$1,000,000 principal amount thereof.

Attached hereto as Schedule C are amortization schedules to be used in calculating the Related Portion of the Notes issued on the date hereof as required by Section 4.1 of the Security Agreement based upon \$1,000,000 principal amount of such Notes.

This Supplement shall be construed as supplemental to the Security Agreement and shall form a part of it and the Security Agreement is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

This Supplement may be executed in any number of counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument.

This Supplement shall in all respects be governed by, and construed in accordance with, the laws of the State of California, including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the Debtor and the Secured Party have caused this Supplement to be executed, as of the day and year first above written.

THE CONNECTICUT NATIONAL BANK,  
not in its individual capacity  
but solely as trustee under  
Southern Pacific Transporta-  
tion Company Trust No. 84-1

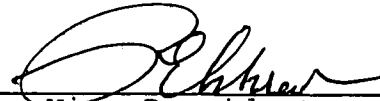
By  
Its

  
TRUST OFFICER

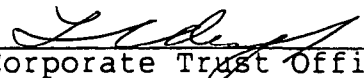
[CORPORATE SEAL]

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Security  
Trustee

By

  
Its Vice President

ATTEST:

  
Corporate Trust Officer

STATE OF CONNECTICUT     )  
                                      ) SS  
COUNTY OF HARTFORD     )

On this 13<sup>th</sup> day of September, 1984,  
before me personally appeared LAURA CROWLEY, to  
me personally known, who being by me duly sworn, says that she is  
an authorized officer of THE CONNECTICUT NATIONAL BANK, that said  
instrument was signed on behalf of said corporation by authority  
of its Board of Directors; and she acknowledged that the execution  
of the foregoing instrument was the free act and deed of said  
corporation.

Debra A. Carley  
Notary Public

(SEAL)

My commission expires:     **DEBRA A. CARLEY**  
                                      NOTARY PUBLIC  
                                      MY COMMISSION EXPIRES MARCH 31, 1985

STATE OF MARYLAND     )  
                                      ) SS  
CITY OF BALTIMORE     )

On this 17<sup>th</sup> day of SEPTEMBER, 1984,  
before me personally appeared R. E. Schreiber, to me  
personally known, who being by me duly sworn, says that he is a  
Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that  
one of the seals affixed to the foregoing instrument is the  
corporate seal of said corporation, that said instrument was  
signed and sealed on behalf of said corporation by authority of  
its Board of Directors; and he acknowledged that the execution of  
the foregoing instrument was the free act and deed of said  
corporation.

Patricia A. Conn  
Notary Public

(SEAL)

My commission expires: 7-1-86

Purchase Order No.: 00-00012-F-13 (EAC #0800)

Description: Nordberg "CLAWS" dual spike puller

Identification No.: 440RD

Manufacturers Serial No.: 130

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street,  
Oakland, California 94607

Date of Delivery and Acceptance: August 29, 1984

Lessor's Cost: \$23,700.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00007-F-13 (EAC #0800)

Description: Nordberg Model BT Dunrite gauging machine

Identification No.: 33RD

Manufacturers Serial No.: 326

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street  
Oakland, California 94607

Date of Delivery and Acceptance: August 29, 1984

Lessor's Cost: \$44,410.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00007-F-13 (EAC #0800)

Description: Nordberg Model BT Dunrite gauging  
machine

Identification No.: 31RD

Manufacturers Serial No.: 327

Vendor or Manufacturer: Rexnord Inc.

Location: 6401 Wallisville Road  
Houston, Texas 77020

Date of Delivery and Acceptance: August 31, 1984

Lessor's Cost: \$44,410.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00007-F-13 (EAC #0800)

Description: Nordberg Model BT Dunrite gauging  
machine

Identification No.: 32RD

Manufacturers Serial No.: 328

Vendor or Manufacturer: Rexnord Inc.

Location: 6401 Wallisville Road  
Houston, Texas 77020

Date of Delivery and Acceptance: August 31, 1984

Lessor's Cost: \$44,410.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00010-F-13 (EAC #0800)

Description: Nordberg Super "B" hydra-spiker

Identification No.: 44ORD

Manufacturers Serial No.: 494

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street,  
Oakland, California 94607

Date of Delivery and Acceptance: August 22, 1984

Lessor's Cost: \$74,245.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00010-F-13 (EAC #0800)

Description: Nordberg Super "B" hydra-spiker

Identification No.: 441RD

Manufacturers Serial No.: 495

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street,  
Oakland, California 94607

Date of Delivery and Acceptance: August 22, 1984

Lessor's Cost: \$74,245.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00010-F-13 (EAC #0800)

Description: Nordberg Super "B" hydra-spiker

Identification No.: 442RD

Manufacturers Serial No.: 496

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street,  
Oakland, California 94607

Date of Delivery and Acceptance: September 10, 1984

Lessor's Cost: \$74,245.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00010-F-13 (EAC #0800)

Description: Nordberg Super "B" hydra-spiker

Identification No.: 443RD

Manufacturers Serial No.: 497

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street,  
Oakland, California 94607

Date of Delivery and Acceptance: September 10, 1984

Lessor's Cost: \$74,245.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00029-F-13 (EAC #0800)

Description: Portec/RMC spike setter-driver with  
gauger

Identification No.: 447RD

Manufacturers Serial No.: SZ-948

Vendor or Manufacturer: Portec Inc.

Location: 6401 Wallisville Road  
Houston, Texas 77020

Date of Delivery and Acceptance: September 17, 1984

Lessor's Cost: \$74,970.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00029-F-13 (EAC #0800)

Description: Portec/RMC spike setter-driver with  
gauger

Identification No.: 446RD

Manufacturers Serial No.: SZ-947

Vendor or Manufacturer: Portec Inc.

Location: 6401 Wallisville Road  
Houston, Texas 77020

Date of Delivery and Acceptance: September 17, 1984

Lessor's Cost: \$74,970.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00029-F-13 (EAC #0800)

Description: Portec/RMC spike setter-driver with  
gauger

Identification No.: 445RD

Manufacturers Serial No.: SZ-946

Vendor or Manufacturer: Portec Inc.

Location: 6401 Wallisville Road  
Houston, Texas 77020

Date of Delivery and Acceptance: September 12, 1984

Lessor's Cost: \$74,970.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00029-F-13 (EAC #0800)

Description: Portec/RMC spike setter-driver with  
gauger

Identification No.: 444RD

Manufacturers Serial No.: SZ-945

Vendor or Manufacturer: Portec Inc.

Location: 6401 Wallisville Road  
Houston, Texas 77020

Date of Delivery and Acceptance: September 12, 1984

Lessor's Cost: \$74,970.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00029-F-13 (EAC #0800)

Description: Portec/RMC spike setter-driver with  
gauger

Identification No.: To Be Furnished

Manufacturers Serial No.: SZ-944

Vendor or Manufacturer: Portec Inc.

Location: 1860 Seventh Street,  
Oakland, California 94607

Date of Delivery and Acceptance: September 24, 1984

Lessor's Cost: \$74,970.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00029-F-13 (EAC #0800)

Description: Portec/RMC spike setter-driver with  
gauger

Identification No.: To Be Furnished

Manufacturers Serial No.: SZ-943

Vendor or Manufacturer: Portec Inc.

Location: 1860 Seventh Street,  
Oakland, California 94607

Date of Delivery and Acceptance: September 24, 1984

Lessor's Cost: \$74,970.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00029-F-13 (EAC #0800)

Description: Portec Model SZ-B spike setter

Identification No.: To Be Furnished

Manufacturers Serial No.: SZ-942

Vendor or Manufacturer: Portec Inc.

Location: 1860 Seventh Street,  
Oakland, California 94607

Date of Delivery and Acceptance: September 24, 1984

Lessor's Cost: \$74,970.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00029-F-13 (EAC #0800)

Description: Portec Model SZ-B spike setter

Identification No.: To Be Furnished

Manufacturers Serial No.: SZ-941

Vendor or Manufacturer: Portec Inc.

Location: 1860 Seventh Street,  
Oakland, California 94607

Date of Delivery and Acceptance: September 24, 1984

Lessor's Cost: \$74,970.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00030-F-13 (EAC #0800)

Description: Portec/RMC one-piece tie remover-  
insertor

Identification No.: 84RD

Manufacturers Serial No.: TKO-618

Vendor or Manufacturer: Portec Inc.

Location: 1860 Seventh Street,  
Oakland, California 94607

Date of Delivery and Acceptance: July 28, 1984

Lessor's Cost: \$104,521.50

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00030-F-13 (EAC #0800)

Description: Portec/RMC one-piece tie remover-  
inserter

Identification No.: 83RD

Manufacturers Serial No.: TKO-617

Vendor or Manufacturer: Portec Inc.

Location: 1860 Seventh Street,  
Oakland, California 94607

Date of Delivery and Acceptance: July 28, 1984

Lessor's Cost: \$104,521.50

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00002-F-13 (EAC#0800)

Description: Jimbo tie unloader with magnet

Identification No.: To Be Furnished

Manufacturers Serial No.: 136

Vendor or Manufacturer: Marmon Transmotive

Location: 1860 Seventh Street,  
Oakland, California 94607

Date of Delivery and Acceptance: September 24, 1984

Lessor's Cost: \$137,898.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00002-F-13 (EAC#0800)

Description: Jimbo tie unloader with magnet

Identification No.: To Be Furnished

Manufacturers Serial No.: 135

Vendor or Manufacturer: Marmon Transmotive

Location: 1860 Seventh Street,  
Oakland, California 94607

Date of Delivery and Acceptance: September 24, 1984

Lessor's Cost: \$137,898.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00019-F-13 (EAC #W800)

Description: Ballast regulator Model 26-2-1 with  
Broom attachment Model 27-9

Identification No.: 164RD

Manufacturers Serial No.: Regulator Serial No. 26-1776-84;  
engine No. 3D-193843; Broom Serial  
No. 27-1896

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 1860 Seventh Street  
Oakland, California 94607

Date of Delivery and Acceptance: September 10, 1984

Lessor's Cost: \$77,352.50

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00019-F-13 (EAC #0800)

Description: Ballast regulator Model 26-2-1 with  
Broom attachment Model 27-9

Identification No.: 165RD

Manufacturers Serial No.: Regulator Serial No. 26-1777-84;  
engine No. 3D-193830; Broom Serial  
No. 27-1897

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 1860 Seventh Street  
Oakland, California 94607

Date of Delivery and Acceptance: September 10, 1984

Lessor's Cost: \$77,352.50

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00019-F-13 (EAC #0800)

Description: Ballast regulator Model 26-2-1 with  
Broom attachment Model 27-9

Identification No.: 160RD

Manufacturers Serial No.: Regulator Serial No. 26-1778-84;  
engine No. 3D-193838; Broom Serial  
No. 27-1898

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 6401 Wallisville Road  
Houston, Texas 77020

Date of Delivery and Acceptance: August 31, 1984

Lessor's Cost: \$76,140.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00019-F-13 (EAC #0800)

Description: Ballast regulator Model 26-2-1 with  
Broom attachment Model 27-9

Identification No.: 161RD

Manufacturers Serial No.: Regulator Serial No. 26-1779-84;  
engine No. 3D-193828; Broom Serial  
No. 27-1899

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 6401 Wallisville Road  
Houston, Texas 77020

Date of Delivery and Acceptance: August 31, 1984

Lessor's Cost: \$76,140.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00019-F-13 (EAC #0800)

Description: Ballast regulator Model 26-2-1 with  
Broom attachment Model 27-9

Identification No.: 162RD

Manufacturers Serial No.: Regulator Serial No. 26-1780-84;  
engine No. 3D-193836; Broom Serial  
No. 27-1900

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 6401 Wallisville Road  
Houston, Texas 77020

Date of Delivery and Acceptance: August 31, 1984

Lessor's Cost: \$76,140.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00019-F-13 (EAC #0800)

Description: Ballast regulator Model 26-2-1 with  
Broom attachment Model 27-9

Identification No.: 163RD

Manufacturers Serial No.: Regulator Serial No. 26-1781-84;  
engine No. 3D-193849; Broom Serial  
No. 27-1901

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 6401 Wallisville Road  
Houston, Texas 77020

Date of Delivery and Acceptance: August 31, 1984

Lessor's Cost: \$76,140.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00019-F-13 (EAC #0800)

Description: Ballast regulator Model 26-2-1 with  
Broom attachment Model 27-9

Identification No.: 166RD

Manufacturers Serial No.: Regulator Serial No. 26-1782-84;  
engine No. 3D-194627; Broom Serial  
No. 27-1902

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 1860 Seventh Street  
Oakland, California 94607

Date of Delivery and Acceptance: September 10, 1984

Lessor's Cost: \$77,352.50

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00019-F-13 (EAC #0800)

Description: Ballast regulator Model 26-2-1 with  
Broom attachment Model 27-9

Identification No.: 167RD

Manufacturers Serial No.: Regulator Serial No. 26-1783-84;  
engine No. 3D-194609; Broom Serial  
No. 27-1903

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 1860 Seventh Street  
Oakland, California 94607

Date of Delivery and Acceptance: September 10, 1984

Lessor's Cost: \$77,352.50

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00019-F-13 (EAC #0800)

Description: Ballast regulator Model 26-2-1 with  
Broom attachment Model 27-9

Identification No.: 168RD

Manufacturers Serial No.: Regulator Serial No. 26-1784-84;  
engine No. 3D-194587; Broom Serial  
No. 27-1904

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 1860 Seventh Street  
Oakland, California 94607

Date of Delivery and Acceptance: September 10, 1984

Lessor's Cost: \$77,352.50

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00044-F-13 (EAC#0800)

Description: Model ECTR130AG/L Switch electromatic  
tamper

Identification No.: To Be Furnished

Manufacturers Serial No.: 3581394

Vendor or Manufacturer: Tamper Division of Canron Corp.

Location: 1860 Seventh Street  
Oakland, California 94607

Date of Delivery and Acceptance: September 24, 1984

Lessor's Cost: \$184,380.18

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00043-F-13 (EAC #W800)

Description: Model ECTR 130A G/L switch  
electromatic tamper Mark III

Identification No.: 235RD

Manufacturers Serial No.: 3581384

Vendor or Manufacturer: Tamper Division of Canron Corp.

Location: 6401 Wallisville Road,  
Houston, Texas 77020

Date of Delivery and Acceptance: September 5, 1984

Lessor's Cost: \$183,058.44

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00020-F-13 (EAC #W800)

Description: Ballast regulator Model 26-2-1 with  
Broom attachment Model 27-9

Identification No.: 173RD

Manufacturers Serial No.: Regulator Serial No. 26-1790-84;  
engine No. 3D-194909; Broom Serial  
No. 27-1910

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 6401 Wallisville Road,  
Houston, Texas 77020

Date of Delivery and Acceptance: September 17, 1984

Lessor's Cost: \$74,165.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00020-F-13 (EAC #W800)

Description: Ballast regulator Model 26-2-1 with  
Broom attachment Model 27-9

Identification No.: 172RD

Manufacturers Serial No.: Regulator Serial No. 26-1789-84;  
engine No. 3D-194903; Broom Serial  
No. 27-1909

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 6401 Wallisville Road,  
Houston, Texas 77020

Date of Delivery and Acceptance: September 17, 1984

Lessor's Cost: \$74,165.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00020-F-13 (EAC #W800)

Description: Ballast regulator Model 26-2-1 with  
Broom attachment Model 27-9

Identification No.: 171RD

Manufacturers Serial No.: Regulator Serial No. 26-1787-84;  
engine No. 3D-194567; Broom Serial  
No. 27-1907

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 6401 Wallisville Road,  
Houston, Texas 77020

Date of Delivery and Acceptance: September 17, 1984

Lessor's Cost: \$74,165.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00020-F-13 (EAC #W800)

Description: Ballast regulator Model 26-2-1 with  
Broom attachment Model 27-9

Identification No.: 170RD

Manufacturers Serial No.: Regulator Serial No. 26-1786-84;  
Engine No. 3D-194634;  
Broom Serial No. 27-1906

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 6401 Wallisville Road  
Houston, Texas 77020

Date of Delivery and Acceptance: September 17, 1984

Lessor's Cost: \$74,165.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

Purchase Order No.: 00-00020-F-13 (EAC #W800)

Description: Ballast regulator Model 26-2-1 with  
Broom attachment Model 27-9

Identification No.: 169RD

Manufacturers Serial No.: Regulator Serial No. 26-1785-84;  
engine No. 3D-194651;  
Broom Serial No. 27-1905

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 6401 Wallisville Road  
Houston, Texas 77020

Date of Delivery and Acceptance: September 17, 1984

Lessor's Cost: \$74,165.00

Base Lease Commencement Date: October 2, 1984

Expiration Date: October 2, 1990

# AMORTIZATION SCHEDULE

(Payments Required Per \$1,000,000 Principal Amount  
of Series A Secured Term Notes Issued by Debtor)

NOTES ISSUED ON CLOSING DATE: SEPTEMBER 24, 1984  
UNDER PARTICIPATION AGREEMENT

<u>Number of Installment</u>	<u>Payment Date</u>	<u>Total Payment</u>	<u>Portion Allocated to Interest</u>	<u>Portion Allocated to Principal</u>	<u>Out- standing Principal</u>
	24SEP84				1,000,000.00
1	2OCT84	2,888.89	2,888.89		
2	2JAN85	85,288.82	32,500.00	52,788.82	947,211.18
3	2APR85	85,288.84	30,784.36	54,504.48	892,706.70
4	2JUL85	85,288.84	29,012.97	56,275.87	836,430.83
5	2OCT85	85,288.83	27,184.00	58,104.83	778,326.00
6	2JAN86	85,288.83	25,295.60	59,993.23	718,332.77
7	2APR86	85,288.83	23,345.82	61,943.01	656,389.76
8	2JUL86	85,288.84	21,332.67	63,956.17	592,433.59
9	2OCT86	85,288.83	19,254.09	66,034.74	526,398.85
10	2JAN87	85,288.82	17,107.96	68,180.86	458,217.99
11	2APR87	85,288.83	14,892.08	70,396.75	387,821.24
12	2JUL87	85,288.82	12,604.19	72,684.63	315,136.61
13	2OCT87	85,288.83	10,241.94	75,046.89	240,089.72
14	2JAN88	85,288.84	7,802.92	77,485.92	162,603.80
15	2APR88	85,288.83	5,284.62	80,004.21	82,599.59
16	2JUL88	85,284.08	2,684.49	82,599.59	(-.00)
		1,282,216.60	282,216.60	1,000,000.00	(-.00)

# AMORTIZATION SCHEDULE

(Payments Required Per \$1,000,000 Principal Amount  
of Series B Secured Term Notes Issued by Debtor)

NOTES ISSUED ON CLOSING DATE: SEPTEMBER 24, 1984  
UNDER PARTICIPATION AGREEMENT

<u>Number of Installment</u>	<u>Payment Date</u>	<u>Total Payment</u>	<u>Portion Allocated to Interest</u>	<u>Portion Allocated to Principal</u>	<u>Out- standing Principal</u>
	24SEP84				1,000,000.00
1	2OCT84	2,972.22	2,972.22		
2	2JAN85	33,437.50	33,437.50		
3	2APR85	33,437.50	33,437.50		
4	2JUL85	33,437.50	33,437.50		
5	2OCT85	33,437.50	33,437.50		
6	2JAN86	33,437.50	33,437.50		
7	2APR86	33,437.50	33,437.50		
8	2JUL86	33,437.50	33,437.50		
9	2OCT86	33,437.50	33,437.50		
10	2JAN87	33,437.50	33,437.50		
11	2APR87	33,437.50	33,437.50		
12	2JUL87	33,437.50	33,437.50		
13	2OCT87	33,437.50	33,437.50		
14	2JAN88	33,437.50	33,437.50		
15	2APR88	33,437.50	33,437.50		
16	2JUL88	33,437.50	33,437.50		
17	2OCT88	34,229.43	33,437.50	791.93	999,208.07
18	2JAN89	34,091.37	33,411.02	680.35	998,527.72
19	2APR89	166,851.83	33,388.27	133,463.56	865,064.16
20	2JUL89	137,302.71	28,925.58	108,377.13	756,687.03
21	2OCT89	166,851.83	25,301.72	141,550.11	615,136.92
22	2JAN90	166,851.83	20,568.64	146,283.19	468,853.73
23	2APR90	166,851.85	15,677.30	151,174.55	317,679.18
24	2JUL90	166,851.86	10,622.40	156,229.46	161,449.72
25	2OCT90	166,848.20	5,398.48	161,449.72	(-.00)
		1,711,265.63	711,265.63	1,000,000.00	(-.00)

# AMORTIZATION SCHEDULE

FOR PURPOSES OF CALCULATING STIPULATED LOSS VALUE PAYMENTS

(Based upon \$1,000,000 Principal Amount  
of Series B Secured Term Notes Issued by Debtor)

## Group B

<u>Number of Installment</u>	<u>Payment Date</u>	<u>Total Payment</u>	<u>Portion Allocated to Interest</u>	<u>Portion Allocated to Principal</u>	<u>Out- standing Principal</u>
	24SEP84				1,000,000.00
1	2OCT84	2,888.89	2,888.89		
2	2JAN85	85,288.82	32,500.00	52,788.82	947,211.18
3	2APR85	85,288.84	30,784.36	54,504.48	892,706.70
4	2JUL85	85,288.84	29,012.97	56,275.87	836,430.83
5	2OCT85	85,288.83	27,184.00	58,104.83	778,326.00
6	2JAN86	85,288.83	25,295.60	59,993.23	718,332.77
7	2APR86	85,288.83	23,345.82	61,943.01	656,389.76
8	2JUL86	85,288.84	21,332.67	63,956.17	592,433.59
9	2OCT86	85,288.83	19,254.09	66,034.74	526,398.85
10	2JAN87	85,288.82	17,107.96	68,180.86	458,217.99
11	2APR87	85,288.83	14,892.08	70,396.75	387,821.24
12	2JUL87	85,288.82	12,604.19	72,684.63	315,136.61
13	2OCT87	85,288.83	10,241.94	75,046.89	240,089.72
14	2JAN88	85,288.84	7,802.92	77,485.92	162,603.80
15	2APR88	85,288.83	5,284.62	80,004.21	82,599.59
16	2JUL88	85,284.08	2,684.49	82,599.59	(-.00)
		1,282,216.60	282,216.60	1,000,000.00	(-.00)

# AMORTIZATION SCHEDULE

FOR PURPOSES OF CALCULATING STIPULATED LOSS VALUE PAYMENTS

(Based upon \$1,000,000 Principal Amount  
of Series B Secured Term Notes Issued by Debtor)

Group B

<u>Number of Installment</u>	<u>Payment Date</u>	<u>Total Payment</u>	<u>Portion Allocated to Interest</u>	<u>Portion Allocated to Principal</u>	<u>Out- standing Principal</u>
	24SEP84				1,000,000.00
1	2OCT84	2,972.22	2,972.22		
2	2JAN85	33,437.50	33,437.50		
3	2APR85	33,437.50	33,437.50		
4	2JUL85	33,437.50	33,437.50		
5	2OCT85	33,437.50	33,437.50		
6	2JAN86	33,437.50	33,437.50		
7	2APR86	33,437.50	33,437.50		
8	2JUL86	33,437.50	33,437.50		
9	2OCT86	33,437.50	33,437.50		
10	2JAN87	33,437.50	33,437.50		
11	2APR87	33,437.50	33,437.50		
12	2JUL87	33,437.50	33,437.50		
13	2OCT87	33,437.50	33,437.50		
14	2JAN88	33,437.50	33,437.50		
15	2APR88	33,437.50	33,437.50		
16	2JUL88	33,437.50	33,437.50		
17	2OCT88	34,229.43	33,437.50	791.93	999,208.07
18	2JAN89	34,091.37	33,411.02	680.35	998,527.72
19	2APR89	166,851.83	33,388.27	133,463.56	865,064.16
20	2JUL89	137,302.71	28,925.58	108,377.13	756,687.03
21	2OCT89	166,851.83	25,301.72	141,550.11	615,136.92
22	2JAN90	166,851.83	20,568.64	146,283.19	468,853.73
23	2APR90	166,851.85	15,677.30	151,174.55	317,679.18
24	2JUL90	166,851.86	10,622.40	156,229.46	161,449.72
25	2OCT90	166,848.20	5,398.48	161,449.72	(-.00)
		1,711,265.63	711,265.63	1,000,000.00	(-.00)